

TransDigm Group INC
Form 4
March 02, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Howley W Nicholas

(Last) (First) (Middle)
1301 EAST NINTH STREET, SUITE 3000
(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TransDigm Group INC [TDG]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/27/2015		M		85,000 A \$ 27.08	111,735	D
Common Stock	02/27/2015		S		27,775 D \$ 216.3106	83,960	D
Common Stock	02/27/2015		S		24,935 D \$ 217.0476	59,025	D
Common Stock	02/27/2015		S		13,385 D \$ 218.2466	45,640	D

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Common Stock	02/27/2015	S	9,816	D	\$ <u>(4)</u>	219,3456 35,824	D	
Common Stock	02/27/2015	S	8,189	D	\$ <u>(5)</u>	220.1677 27,635	D	
Common Stock	02/27/2015	S	900	D	\$ <u>(6)</u>	221.0144 26,735	D	
Common Stock	02/27/2015	M	50,000	A	\$ 82.67	50,000	I	Bratenahl Capital Partners, Ltd.
Common Stock	02/27/2015	S	20,393	D	\$ <u>(7)</u>	216.264 29,607	I	Bratenahl Capital Partners, Ltd.
Common Stock	02/27/2015	S	8,382	D	\$ <u>(8)</u>	217.2012 21,225	I	Bratenahl Capital Partners, Ltd.
Common Stock	02/27/2015	S	6,798	D	\$ <u>(9)</u>	218.2513 14,427	I	Bratenahl Capital Partners, Ltd.
Common Stock	02/27/2015	S	5,200	D	\$ <u>(10)</u>	219.54 9,227	I	Bratenahl Capital Partners, Ltd.
Common Stock	02/27/2015	S	8,736	D	\$ <u>(11)</u>	220.3492 491	I	Bratenahl Capital Partners, Ltd.
Common Stock	02/27/2015	S	491	D	\$ <u>(12)</u>	221.114 0	I	Bratenahl Capital Partners, Ltd.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$220.00 - \$220.99. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (6) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$221.00 - \$221.08. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (7) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$215.81 - \$216.80. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (8) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$216.80 - \$217.80. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (9) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$217.82 - \$218.81. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (10) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$219.00 - \$219.77. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (11) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$220.00 - \$220.99. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (12) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$221.01 - \$221.31. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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